

# **THE NEW ZEALAND COUNCIL FOR CIVIL LIBERTIES INCORPORATED**

The following are the rules of The New Zealand Council for Civil Liberties Incorporated.

## **1.0 NAME**

- 1.1 The name of the society is “The New Zealand Council for Civil Liberties Incorporated” hereinafter called “the Council”.

## **2.0 REGISTERED OFFICE**

- 2.1 The registered office of the Council shall be at 17 Orissa Cres, Broadmeadows, Wellington, or such other place as the Executive Committee shall from time to time determine.

## **3.0 OBJECTS**

- 3.1 The Council promotes a vision of Aotearoa New Zealand as a democratic and pluralistic society where the rights and liberties of all people are respected.
- 3.2 The Council recognises:
- (a) Aotearoa New Zealand is a colonised land; and
  - (b) Te Tiriti o Waitangi as the founding document of Aotearoa New Zealand.
- 3.3 The objects of the Council shall be to:
- (a) promote human rights including assisting in the maintenance of civil liberties;
  - (b) work to eliminate the infringement of people’s rights, and promote effective remedies following any breach, for the benefit of the public;
  - (c) encourage and support debate and dialogue within Aotearoa New Zealand on civil liberties and human rights; and
  - (d) educate people on issues and events arising from treaties and legislation on human rights and civil liberties.

## **4.0 MEMBERSHIP**

### **4.1 Members**

The members of the Council are:

- (a) All present members including Honorary Life Members of the Council;
- (b) Honorary Life Members whose membership may be conferred by the Annual General Meeting on any members for services to the Council and to civil liberties; and
- (c) All persons approved into membership of the Council by the Executive Committee.

### **4.2 Eligibility for Membership**

To become a Member of the Council, an Applicant must:

- (a) complete and sign a Membership Application form and forward it to the Executive Committee;
- (b) supply such further information as may reasonably be required by the Executive Committee in order to determine their application;
- (c) pay any applicable subscription fee as may be determined under Rule 5 (Annual Subscription);

- (d) expressly affirm their support for the objects of the Council as set out in Rule 3 (Objects);
- (e) agree to be bound by this Constitution, and any Bylaws;
- (f) satisfy such other membership criteria as the Council may reasonably determine from time to time; and
- (g) be admitted into membership by the Executive Committee formed pursuant to Rule 8 (Executive Committee).

#### 4.3 Applications for Membership

- [a] The Executive Committee shall consider each application for membership. In considering the application, the Executive Committee may at its sole discretion:
  - (a) interview the applicant; and/or
  - (b) consult with existing members;
- [b] The Executive Committee will decide whether to accept, decline or defer an application for membership not later than the second meeting that achieves the quorum specified in Rule 8.5 after receiving the application.
- [c] The Executive Committee shall accept an application for membership unless it believes that the applicant:
  - (a) fails to meet the criteria for membership set out in this Constitution; or
  - (b) has acted in a manner which the Executive Committee considers to be inconsistent with maintaining the Council's reputation.
- [d] The Executive Committee will advise the applicant of its decision, and may, in its discretion, provide reasons for that decision.
- [e] If the applicant is admitted as a member, the Executive Committee shall ensure the Council's records of membership are updated accordingly.

#### 4.4 Member obligations

In addition to any specific rights and obligations set out in this Constitution, all members acknowledge and agree that:

- (a) they shall promote and support the Objects of the Council;
- (b) they shall only hold themselves out as a representative of the Council, or speak on its behalf, to any other organisation, government department, Member of Parliament, the media, or statutory office holder when specifically authorised to do so by the Executive Committee formed pursuant to Rule 8 (Executive Committee);
- (c) they shall provide and keep up to date the information needed to inform them or dates and times of meetings of the Council; and
- (d) they shall pay any applicable subscription fee as determined in accordance with Rule 5 (Annual Subscription).

#### 4.5 Member entitlements

All Members are entitled to:

- (a) receive notice of, attend, speak and vote at Annual General Meetings and Special General Meetings (Rules 6.0 and 7.0)
- (b) receive all general Council communications; and
- (c) hold themselves out as being a member of the New Zealand Council for Civil Liberties Incorporated.

4.6 No member of the Council acquires or is entitled, by virtue of membership, to any right, title or interest, either legal or equitable, in the property of the Council.

#### 4.7 Ceasing to be a member

A person may cease to be a member in the following circumstances:

- (a) upon receipt by the Executive Committee of the member's resignation in writing; or
- (b) their annual subscription is in arrears for more than eighteen months; or
- (c) if a Member refuses to comply with this Constitution, or engages in any conduct which, in the opinion of the Executive Committee, is seriously prejudicial to the interests of the Council or may otherwise bring the Council into disrepute, the Executive Committee may terminate their membership on a resolution passed by a majority of two thirds of the members of the Executive Committee present and voting in person, or by attending via video conference or audio conference, providing that the procedure set out in Rule 4.8 has first been followed.

**4.8 Procedure for Executive Committee to follow when considering whether to terminate a person's membership.**

Before voting on a resolution under Rule 4.7(c), the Executive Committee must first:

- (a) provide in writing to the member a statement of the conduct or other behaviour which has been alleged to provide cause for terminating their Membership; and
- (b) provide the member with at least fourteen days in which to respond in writing to the statement provided under paragraph (a), such response to be supplied to the Secretary or Chairperson of the Council; and
- (c) consider the member's response, if any, at a meeting of the Executive Committee to be held no later than thirty days after providing the Member with the statement under Rule 4.8(a), at which the member will be provided with the opportunity to address the Executive Committee before it votes on a resolution to terminate that member's membership of the Council.

**4.9 Register of Members**

- (a) The register of members of the Council will be kept by the treasurer, or such other officer or person as decided by the Executive Committee.
- (b) The register will contain details of the name of each member, the date when they became a member, appropriate contact details, and details of their membership fees.
- (c) When a person ceases to be a member, the Council will retain details of the person's name and the date when their membership ceased. This provision applies to those persons who have ceased to be members during the previous 7 years.

**5.0 ANNUAL SUBSCRIPTION**

5.1 The annual subscription shall be recommended by the Executive Committee once every year for the ensuing financial year and will be presented to the members for approval at the annual general meeting. The annual subscription may in the Executive Committee's discretion be reduced:

- (a) for members joining the Council during the financial year;
- (b) for unwaged; or
- (c) for youth member.

5.2 The Executive Committee may in any one financial year levy members for an amount not exceeding the annual subscription for that year.

**6.0 MEETINGS OF MEMBERS**

6.1 The Executive Committee shall call an Annual General Meeting of members to be held:

- (a) Once in each calendar year,
- (b) Not later than six months after the balance date, and
- (c) Not later than fifteen months after the previous Annual General Meeting.

- 6.2 The Executive Committee may at any time, and shall, within twenty-one days of the receipt of a requisition to that effect in writing stating the purpose of such a meeting and signed by not less than seven members, convene a Special General Meeting of the Council.
- 6.3 A member wishing to bring before the Annual General Meeting any motion shall give notice in writing to the Chairperson at the registered office not less than fifteen days before the day of the meeting.
- 6.4 At least fourteen days notice must be given in writing to each member of the date, time and place of every meeting of the Members and the general nature of the business to be dealt with.
- 6.5 Resolutions can only be passed at an annual or special general meeting at which prior notice of the resolution has been circulated to the Council's members not less than fifteen days before the day of the meeting.

## **7.0 PROCEEDINGS AT MEETINGS OF MEMBERS**

- 7.1 The business of the Annual General Meeting shall be to:
- (a) receive and consider
    - (i) the report of the Chairperson on the Council's activities for the preceding financial year,
    - (ii) the Income and Expenditure and Statement of the Assets and Liabilities of the Council for the preceding financial year, and
    - (iii) Notice of disclosure of interests, if any, made during the past financial year,
  - (b) elect the Executive Committee,
  - (c) appoint a suitable person to carry out an appropriate financial assessment,
  - (d) deal with such motions as any member or the Executive Committee may on due notice in accordance with Rule 6.3 bring before it, and
  - (e) deal with such other business as any member may raise at the meeting, providing that this business does not (a) attempt to amend the Constitution or (b) seek to have admitted as members any person wishing to become a member of the Council that has not provided their membership application in writing to the Chairperson in time for the meeting of the Executive Committee held prior to the Annual General Meeting.
- 7.2 At all meetings of members each member shall be entitled to one vote.
- 7.3 Members may vote at any meeting either personally or by proxy.
- 7.4 All proxies shall be in writing under the hand of the member and shall be delivered to the Secretary or the Chairperson of the Council prior to the commencement of the first or particular meeting to which it applies. No person shall be appointed a proxy who is not a member of the Council. A proxy may be appointed for a specified period, or a specified meeting, or a specified purpose, and any appointment may be withdrawn.
- 7.5 The Chairperson, or in the absence of the Chairperson the Deputy Chairperson, or in their absence a member of the Executive Committee selected by the meeting, shall take that role at all meetings of members.
- 7.6 Five Members personally present or via electronic means or for whom a proxy is held for the

meeting shall be a quorum;

- 7.7 Voting at any meeting will be by voice, or at the discretion of the chairperson of the meeting, by show of hands or secret ballot.
- 7.8 The Secretary shall take minutes of all Annual and Special General Meetings, and Executive Committee meetings and the minutes shall be signed by the Chairperson of the meeting to which they relate or by the Chairperson of a subsequent meeting.

## **8.0 EXECUTIVE COMMITTEE**

- 8.1 The Council shall be governed by an executive committee of officers elected at the Annual General Meeting and consisting of:
- (a) A Chairperson;
  - (b) A Deputy Chairperson;
  - (c) A Secretary/Treasurer; and
  - (d) A minimum of two and a maximum of seven Members.
- 8.2 All officers will hold office until the next Annual General Meeting. Casual vacancies may be filled by the Executive Committee until the next Annual General Meeting.
- 8.3 The Executive Committee shall have all the powers necessary to carry out the objects of the Council subject only to any resolution of a general meeting of the members.
- 8.4 Not less than seven days notice shall be given to members of the Executive Committee of any meeting of the Executive Committee unless the Chairperson and the Secretary agree that urgency requires a meeting upon such notice as they give.
- 8.5 A majority of the Executive Committee shall constitute a quorum.
- 8.6 All resolutions of the Executive Committee shall be passed by a majority in number of those present and in case of equality of votes the Chairperson of the meeting shall have an additional or casting vote.
- 8.7 The Executive Committee in office at the time of the Registrar's approval of these rules, or any alteration to these rules, shall be deemed to be in office as if it had been elected under these rules.
- 8.8 The Executive Committee may establish from time to time sub-committees, which may include members of the Executive Committee and/or members of the Council.
- 8.9 Such sub-committees shall consist of any number of members determined by the Executive Committee from time to time.
- 8.10 Every sub-committee shall report to the Executive Committee as and when required by the Executive Committee.
- 8.11 Qualification of officers
- (a) Every officer of the Council must be a natural person, consent in writing to be an officer, and certify that they are not disqualified either by the Incorporated Societies Act 2022 or by the constitution of the Council, from being elected or appointed;
  - (b) A person who seeks to be elected as an officer of the Council will notify the

Secretary in writing at least 21 days before the date of the annual general meeting of their interest, and will provide such additional information as the Council requires(

- (c) Details of persons seeking election as an officer of the Council will be included with the documentation to be circulated prior to the annual general meeting;
- (d) The Council will retain each certificate as part of its records;
- (e) There is no maximum term of office in respect of membership of the Executive Committee.

#### 8.12 Interests register

- (a) The Executive Committee will keep a register of disclosure made by any of its officers;
- (b) Disclosure of the nature and extent of the interest [including any monetary value if it can be quantified] will be made whenever a member of the Executive Committee has an interest in a matter relating to the Council;
- (c) The disclosure is to be made as soon as practicable after the officer becomes aware that they are interested in the matter;
- (d) The register of disclosure can be inspected by a member of the Executive Committee at any reasonable time;
- (e) Any disclosure of a conflict of interest made by a member of the Executive Committee during the past financial year will be included, together with relevant details, in the presentation at the Annual General Meeting.

#### 8.13 Officer ceasing to hold office

A member of the Executive Committee shall cease to be an officer of the Council by:

- (a) signing a written notice of resignation;
- (b) becoming disqualified from being an officer;
- (c) refusing to comply with the constitution;
- (d) death; or
- (e) engaging in any conduct which, in the opinion of the Executive Committee, is seriously prejudicial to the interests of the Council or may otherwise bring the Council into disrepute.

#### 8.14 Notice of changes of officers

The Council will give notice to the Registrar of Incorporated Societies of the election and appointment of all officers, or of a person ceasing to be an officer, or of any change in information relating to an officer within 20 working days of becoming aware of the situation.

#### 8.15 Contact person

- (a) The Executive Committee will appoint one of its members, or one and up to three members of the Council, to be its contact person or persons for the purpose of enabling the Registrar of Incorporated Societies to contact the Council;
- (b) The contact person will be at least 18 years of age and ordinarily resident in New Zealand;
- (c) The Council will give notice to the Registrar of Incorporated Societies of any change in the contact person, or of any change in the name or contact details of the contact person, within 20 working days of becoming aware of any change.

### 9.0 SEAL

9.1 The seal of the Council shall be kept in the custody of the Secretary.

9.2 The seal shall be affixed to any document only on the authority of the Executive Committee and two members of the Executive Committee shall sign every such document as witnesses to the affixing of the seal.

## **10.0 FUNDS AND PROPERTY**

10.1 The income and property of the Council shall be applied by the Executive Committee solely towards the promotion of the objects of the Council.

10.2 The treasurer is responsible to the Council for the receipt of all incomes and their payment into the Council's bank account.

10.3 The treasurer is only authorised to make payments provided those payments have first been approved by the Executive Committee.

10.4 The Executive Committee may approve "Read Only" access to the Council's bank account for any members of that Committee, as well as approving 'co-authorisers' of payments that have first been approved by the Executive Committee.

## **11.0 ALTERATION TO RULES**

11.0 The rules may be altered or replaced only by the Council at a meeting of the Members to which notice of the proposed amendments has been given. A resolution altering or replacing the rules shall be passed by a majority of two thirds of members voting in person or by proxy. No amendment to the constitution shall be permitted if it in any way affects the non-profit status of the Council.

## **12.0 PAYMENT TO MEMBERSHIP**

12.1 No member or person associated with a member of the Council shall derive any income, benefit or advantage from the Council where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:

- (a) Professional services to the Council rendered in the course of business, charged at no greater rate than current market rates, or
- (b) Interest on money lent at no greater rate than current market rates.

## **13.0 LIQUIDATION**

13.1 If upon the winding up or dissolution of the Council there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Council but shall be given or transferred to some body having objects the same or similar to the objects of the Council, or for some charitable purpose, within New Zealand.

## **14.0 ACCESS TO INFORMATION**

14.1 A member may at any time make a written request to the Executive Committee for information held by the Council.

14.2 The request must specify the information sought in sufficient detail to enable it to be identified.

- 14.3 If the request relates to the minutes of the most recent Annual or Special General Meeting, or the financial statements of the Council, the Council must, within a reasonable period after receiving the request and without charge, provide the requested information to the member.
- 14.4 If the request relates to any other information, the Council must, within a reasonable time after receiving the request:
- (a) provide the information;
  - (b) agree to provide the information within a specified period;
  - (c) agree to provide the information within a specified period if the member pays a reasonable charge to the Council [which must be specified and explained] to meet the cost of providing the information; or
  - (d) refuse to provide the information, specifying the reasons for the refusal.

## **RESOLUTION OF COMPLAINTS AND DISPUTES**

- 15.1 A member or an officer of the Council can make a complaint to the Executive Committee.
- 15.2 Any complaint is to be made in writing, contain sufficient details as to the nature of the allegation and the person against whom it is made, and any other information reasonably required by the Executive Committee.
- 15.3 The person who makes the complaint has the right to be heard in writing or at an oral hearing before the complaint is resolved or any outcome determined.
- 15.4 The person who is the subject of the complaint has the right to be heard in writing or at an oral hearing before the complaint is resolved or any outcome determined.
- 15.5 The Executive Committee will deal with any complaint or dispute in a fair, efficient and effective manner.
- 15.6 The Executive Committee may also decide to cease further proceedings with a complaint when:
- (a) it is trivial;
  - (b) there is no evidence that the person was engaged in material misconduct;
  - (c) there is no evidence that there has been, or likely to be, a material breach of a duty under the Council's constitution;
  - (d) a member's rights or interests have not been materially damaged;
  - (e) the complainant has no significant interest in the matter;
  - (f) the matter has already been investigated or dealt with;
  - (g) there has been undue delay in making the complaint; or
  - (h) the complaint appears to be without foundation or there is no apparent evidence to support it.
- 15.7 A complaint may be referred to:
- (a) A subcommittee or an external person to investigate and report; or
  - (b) A subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 15.8 With the consent of all parties to a complaint, the complaint may be referred to any type or consensual dispute resolution (for example mediation, facilitation, or a tikanga-based practice).